

04-17-2002



OFFICE OF PATENT AND TRADEMARKS

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To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Lifeminders, Inc. (DE Corp.)
Additional name(s) of conveying party(ies) attached? Yes No
3-28-02

2. Name and address of receiving party(ies):
Name: Cross Media Marketing Corporation (DE Corp.)
Internal Address:

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: October 24, 2001

Street Address: 461 Fifth Avenue, 19th Floor
City: New York State: New York
ZIP: 10017
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s)
If this document is being filed together with a new application, the execution date of the application is _____.

A. Trademark Application No.(s)
Please see attached.

B. Trademark Registration No.(s)
Please see attached.

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

BROWN RAYSMAN MILLSTEIN FELDER & STEINER LLP
900 Third Avenue
New York, New York 10022
(212) 895-2000

6. Total number of applications and registrations involved: 13

7. Total fee (37 CFR 3.41):..... \$ 340.00
 Check enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 02-4270
(Attach duplicate copy of this page by deposit account)
Please charge any additional fees required, or credit any overpayment, to the above deposit account

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document
Susan C. Shin *Susan C. Shin* 3/28/02
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 10

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

04/16/2002 DRYNE 00000144 024270 2372955

01 FC:481 40.00 CH
02 FC:482 300.00 CH

LIFEMINDERS, INC.

Owner Trademark Report by Mark

Printed: 3/22/2002

Page 1

Country: US

Status: ACTIVE

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
BACKSLASH SANITY							
UNITED STATES	4863-3US26	9/29/1999	75/811,263	8/1/2000	2,372,955	REGISTERED	42
CARCAREMINDER							
UNITED STATES	4863-3US18	1/4/1999	75/615,154	6/13/2000	2,357,014	REGISTERED	39
CITYPAK							
UNITED STATES	4863-3US39	8/11/2000	78/020,765			PENDING	42
ENTERTAINMENTMINDER							
UNITED STATES	4863-3US16	12/22/1997	75/409,382	7/20/1999	2,262,432	REGISTERED	9,42
GROWTHMINDER							
UNITED STATES	4863-3US20	3/11/1997	75/255,630	3/2/1999	2,229,509	REGISTERED	9
HEMOCAREMINDER							
UNITED STATES	4863-3US33	12/24/1998	75/612,092			PENDING	42
HOMEMINDER							
UNITED STATES	4863-3US15	2/28/1997	75/249,747	6/23/1998	2,168,596	REGISTERED	9
UNITED STATES	4863-3US17	6/4/1998	75/497,387	9/7/1999	2,275,915	REGISTERED	42
LIFEMINDERS AND EXCLAMATION POINT DESIGN							
UNITED STATES	4863-3US13	3/21/2001	76/227,093			PENDING	35,42
MINDERSOFT							
UNITED STATES	4863-3US14	10/8/1996	75/178,671	6/23/1998	2,168,395	REGISTERED	9
PERSONALMINDER							
UNITED STATES	4863-3US19	1/4/1999	75/615,305	6/6/2000	2,354,889	REGISTERED	42
VALUMINDER							
UNITED STATES	4863-3US31	12/24/1998	75/612,025			PENDING	35
WEALTHMINDER							
UNITED STATES	4863-3US38	9/15/2000	76/127,710	12/18/2001	2,519,714	REGISTERED	36

END OF REPORT

TOTAL ITEMS SELECTED = 13

Delaware

PAGE 1

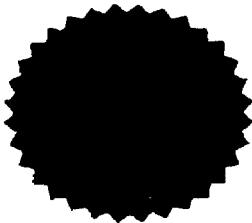
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"LIFEMINDERS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CROSS MEDIA MARKETING CORPORATION" UNDER THE NAME OF "CROSS MEDIA MARKETING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2001, AT 5 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1626042

020113665

DATE: 02-21-02

TRADEMARK
REEL: 002485 FRAME: 0723

**CERTIFICATE OF MERGER
OF
LifeMinders, Inc.
(a Delaware corporation)
INTO
Cross Media Marketing Corporation
(a Delaware corporation)**

In compliance with the requirements of Section 251 of the General Corporation Law of the State of Delaware, as amended or supplemented from time to time, the undersigned corporations hereby certify that:

FIRST: The names and states of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
LifeMinders, Inc.	Delaware
Cross Media Marketing Corporation	Delaware

SECOND: An Amended and Restated Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation in the merger is Cross Media Marketing Corporation (hereinafter sometimes referred to as the "Surviving Corporation").

FOURTH: The Restated Certificate of Incorporation of the Surviving Corporation shall be that of the Surviving Corporation as amended and restated to read in its entirety as set forth as Exhibit A attached hereto.

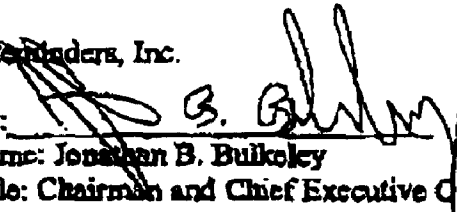
FIFTH: The executed Amended and Restated Agreement and Plan of Merger between the constituent corporations is on file at an office of the Surviving Corporation, the address of which is as follows: Cross Media Marketing Corporation, 461 Fifth Avenue, 19th Floor, New York, New York 10017.

SIXTH: A copy of the Amended and Restated Agreement and Plan of Merger shall be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.


EIGHTH: This Certificate of Merger shall be effective on October 24, 2001 at 5:00pm (EST).

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Certificate of Merger to be signed by a duly authorized officer as of the 24th day of October, 2001.

Lifetenders, Inc.

By: 
Name: Jonathan B. Bulkeley
Title: Chairman and Chief Executive Officer

Cross Media Marketing Corporation

By: 
Name: Richard Kaufman
Title: President and Chief Operating Officer

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EXHIBIT A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
CROSS MEDIA MARKETING CORPORATION
(a Delaware corporation)**

Cross Media Marketing Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

A. The name of the Corporation is Cross Media Marketing Corporation.

B. The Certificate of Incorporation of the Corporation was filed with the office of the Secretary of State of the State of Delaware on May 9, 1997 under the name Brack Industries, Inc. A Certificate of Amendment to the Certificate of Incorporation of the Corporation was filed with the office of the Secretary of State of the State of Delaware on July 30, 1998 under the name Brack Industries, Inc. The Amended and Restated Certificate of Incorporation of the Corporation was filed with the office of the Secretary of State of the State of Delaware on October 7, 1998 under the name Symposium Telecom Corporation. A Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation was filed with the office of the Secretary of State of the State of Delaware on May 20, 1999 under the name Symposium Telecom Corporation. A Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation was filed with the office of the Secretary of State of the State of Delaware on May 4, 2000 under the name Symposium Corporation. A Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation was filed with the office of the Secretary of State of the State of Delaware on October 11, 2000 under the name Symposium Corporation. A Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation was filed with the office of the Secretary of State of the State of Delaware on December 28, 2000 under the name Symposium Corporation.

C. The Amended and Restated Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety as follows:

FIRST: The name of the Corporation is: Cross Media Marketing Corporation (the "Corporation").

SECOND: The purpose of this Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "GCL").

THIRD: 1. The authorized capital stock of the Corporation shall consist of 50,000,000 shares of which 40,000,000 shares shall be designated Common Stock, par value \$0.001 per share (the "Common Stock"), and 10,000,000 shares shall be designated Preferred Stock, par value \$0.001 per share (the "Preferred Stock").

2. The currently issued and outstanding shares of Common Stock shall be combined in the ratio of one (1) share of Common Stock for each five (5) shares of Common Stock currently issued and outstanding. Such combination shall not affect the rights or preferences of the holders of the shares of Common Stock issued and outstanding.

3. Shares of Preferred Stock may be issued from time to time in one or more classes or series, each of which class or series shall have such distinctive designation or title as shall be fixed by the Board of Directors of the Corporation (the "Board") prior to the issuance of any shares thereof. Each such class or series of Preferred Stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated in such resolution or resolutions providing for the issue of such class or series of Preferred Stock as may be adopted from time to time by the Board prior to the issuance of any shares thereof pursuant to the authority hereby expressly vested in it, all in accordance with the GCL.

FOURTH: Elections of directors need not be by written ballot unless a duly adopted Bylaw of the Corporation shall so provide.

FIFTH: 1. To the fullest extent permitted by the GCL as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damage for breach of fiduciary duty as a director. If the GCL is amended after the date of the filing of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the GCL, as so amended from time to time. No amendment or repeal of this Article FIFTH shall adversely affect any right or protection of a director of the Corporation provided hereunder with respect to any act or omission occurring prior to such amendment or repeal.

2. The Corporation shall indemnify to the fullest extent permitted by the GCL as the same exists or may hereafter be amended, any person made, or threatened to be made, a defendant or witness to any action, suit or proceeding (whether civil or criminal or otherwise) by reason of the fact that such person, or his or her testator or intestate, is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, trustee, partner, fiduciary, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or enterprise. Nothing contained herein shall affect any rights to indemnification to which any person may be entitled by law or agreement. No amendment or repeal of this Article FIFTH shall adversely effect any right to indemnification provided hereunder with respect to any act or omission occurring prior to such amendment or repeal.

3. In furtherance and not in limitation of the powers conferred by statute:

(a) the Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer, employee or agent of the Corporation, or is serving at the request of the Corporation as a director, officer, trustee, partner, fiduciary, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify against such liability under the provisions of law; and

(b) the Corporation may create a trust fund, grant a security interest and/or use other means (including, without limitation, letters of credit, surety bonds and/or other similar arrangements), as well as enter into contracts providing indemnification to the full extent authorized or permitted by law and including as part thereof provisions with respect to any or all of the foregoing to ensure the payment of such amounts as may become necessary to effect indemnification as provided therein, or elsewhere.

SIXTH: In furtherance and not in limitation of the powers conferred by the GCL, the Board is expressly authorized to make, alter and repeal the Bylaws of the corporation, subject to the power of the stockholders of the Corporation to alter or repeal any by-law whether adopted by them or otherwise.

SEVENTH: The name and address of the Corporation's registered agent is:

Corporate Creations Enterprises, Inc.
2530 Channin Drive
Wilmington, DE 19810
New Castle County

D. The foregoing Amended and Restated Certificate of Incorporation was duly adopted pursuant to the provisions of Sections 242 and 245 of the GCL.

IN WITNESS WHEREOF, Cross Media Marketing Corporation, has caused this certificate to be signed by its Chief Executive Officer, this 24th day of October, 2001.

CROSS MEDIA MARKETING CORPORATION

By: 

Name: Ronald Albock

Title: Chief Executive Officer